

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>AGILON ENERGY HOLDINGS II LLC, <i>et al.</i></b>  <p style="text-align: center;"><b>Debtors.<sup>1</sup></b></p>	§ § § § § § §	<b>Chapter 11</b>  <b>Case No. 21-32156 (MI)</b>  <b>(Jointly Administered)</b>
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**DEBTORS' RESPONSE TO COMMENT AND REQUESTS OF COMMITTEE RE  
AMENDED DISCLOSURE STATEMENT**

[Relates to Docket No. 694]

To the Honorable Marvin Isgur,  
United States Bankruptcy Judge:

Agilon Energy Holdings II LLC ("**Agilon**"), Victoria City Power LLC ("**VCP**"), and Victoria Port Power LLC ("**VPP**") and collectively, the "**Debtors**") file this response to the Comment and Request of Committee Re Amended Disclosure Statement (the "Comment") [Docket No. 694], and respectfully would show the Court as follows:

1. The Committee's Comment misstates the Debtors' position regarding the proposed Solicitation Letter. The draft Solicitation Letter was submitted to the Debtors prior to the Committee's review of the Debtors' revisions to the Combined Plan and Disclosure Statement, which were provided to the Committee's counsel by the deadline set by the Court. Debtors' counsel suggested that the Committee might wish to revise the Solicitation Letter in light of the changes to the Combined Plan and Disclosure Statement. Counsel for the Committee did not respond to that suggestion but instead filed the Comment with the Court.

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389), Case No. 21-32156; Victoria Port Power LLC (4894), Case No. 21-32157; and Victoria City Power LLC (4169), Case No. 21-32158. The Debtors' mailing address is: PO Box 163, Plantersville, Texas 77363.

2. For the avoidance of any doubt, the Debtors believe that the Committee is entitled to provide a Solicitation Letter, that the form of the Solicitation Letter does not require Court approval, and that upon confirmation that the Committee does not wish to revise its current draft of the Solicitation Letter and the provision of a final executed copy of the Solicitation Letter, the Debtors will include the Committee's letter in the solicitation materials provided to creditors entitled to vote on the Debtors' proposed Plan.

The Debtors respectfully request that the Court enter an order in the form filed at Docket No. 693, conditionally approving the Debtors' disclosure statement included in the Amended Combined Plan and Disclosure Statement filed at Docket No. 691.

/s/ Simon R. Mayer  
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**Certificate of Service**

I hereby certify that a true and correct copy of the foregoing pleading was served electronically through the Court's ECF system on April 25, 2022, on all parties registered for electronic service.

/s/ Simon R. Mayer  
Simon R. Mayer